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To the Honorable Commissioner of Patents and Trademarks: Please return attached original documents or copy thereof.

1. Name of conveying party(ies):

Caretaker Systems, Inc. 2504

- Individual(s)
- General Partnership
- Corporation-State AZ.
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 2/2/04

2. Name and address of receiving party(ies)

Name: On-Guard Pool Products, LLC

Internal Address: FEB 5 2004

Street Address: 14450 N. 77th Street

City: Scottsdale State: AZ ZIP: 85331

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

78/289,411  
78/289,420

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: LaValle D. Ptak

Internal Address: Law Office of LaValle Ptak

Street Address: 28435 N. 42nd St.

City: Cave Creek State: AZ ZIP: 85331

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

02/12/2004 MSETACHE 00000039 78289411

01 EG:8501 Statement and signature. 40.00 DP  
02 FC:8502 25.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

LaValle D. Ptak

Name of Person Signing

*LaValle D. Ptak*  
Signature

2/2/04  
Date

Total number of pages including cover sheet, attachments, and document: 2

ASSIGNMENT OF TRADEMARK

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WHEREAS, CARETAKER SYSTEMS, INC., an Arizona corporation, ("Assignor") is the owner of the following pending trademark applications:

<u>Trademark</u>	<u>Serial Number</u>	<u>Filing Date</u>
POOL TERRAZZO	78/289,411	8/19/03
PEBBLECRETE	78/289,420	8/19/03

WHEREAS, ON-GUARD POOL PRODUCTS, LLC., an Arizona limited liability company, of 15540 N. 77<sup>th</sup> St., Scottsdale, AZ 85260 ("Assignee") is desirous of acquiring said marks:

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby acknowledges assignment unto said Assignee, all right, title and interest in and to the said above trademark applications, together with the goodwill of the business symbolized by such marks and serial numbers identified above.


Caretaker Systems, Inc.

By: Lester Mathews  
Lester Mathews  
Its: President

Subscribed and sworn to before me this 2 day of February, 2004.

My Commission Expires: 5/8/05

[Signature]  
Notary Public

 Notary Public State of Arizona  
Maricopa County  
Kathryn M Hutto  
Expires May 08, 2005

LAW OFFICE OF  
LaVALLE D. PTAK  
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